

****COMPLETE A FORM SIMILAR TO THIS IF THE COUNTERPARTY DOES NOT CHOOSE TO HAVE **
THE PRENTICE-HALL CORPORATION SYSTEM, INC. ACT AS ITS NEW YORK PROCESS AGENT**

[DATE]

Morgan Stanley & Co. Incorporated
1585 Broadway
New York, New York 10036
Attention: Equity Derivatives Documentation Group
5th floor

Re: Designation of Process Agent

Dear Sir/Madam:

This letter confirms the acceptance of the appointment of: (Name and New York Address for Process Agent)

as the agent for service of process for [COUNTERPARTY] in New York in connection with the ISDA Master Agreement with Schedule and Equity Options Transactions Annex and Credit Support Annex thereto dated [DATE] between Morgan Stanley & Co. Incorporated ("MS&CO.") and [COUNTERPARTY], (collectively referred to as the "Agreement").

As agent for service of process for [COUNTERPARTY] in connection with the Agreement, _____[Name of New York Process Agent], Inc. will forward any process served on [COUNTERPARTY] in New York to [COUNTERPARTY] at its address as indicated in the Agreement via overnight courier.

Very truly yours,

Name: _____
Title: _____

MORGAN STANLEY

MORGAN STANLEY & CO.
INCORPORATED
1585 BROADWAY
NEW YORK, NEW YORK 10036
(212) 761-4000

January 11, 1996

VIA FEDERAL EXPRESS

Mr. Brewster Kahle
690 Fifth Street
San Francisco, California 94107

Re: 1992 ISDA Master Agreement and Schedule

Dear Mr. Kahle:

Thank you for your interest in doing business with Morgan Stanley. Enclosed for review and signature on behalf of Brewster Kahle (the "Counterparty") is one copy of the ISDA Master Agreement and Schedule, and related documentation dated January 11, 1996 (collectively referred to as the "Agreement"), between Morgan Stanley & Co. Incorporated ("MS&CO.") and the Counterparty.

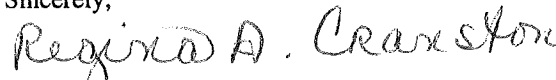
Should the Agreement meet with your approval, please confirm the information in Part 4(a)(ii) and Part 4(c) of the Schedule, including designation of a New York process agent in Part 4(c) (a sample form is provided for appointing an agent other than that designated). Please have the Agreement signed where indicated on behalf of the Counterparty and returned to my attention for further signature. A fully executed copy of the Agreement will be provided to the Counterparty for its records.

In addition to the documentation itemized in Part 3 of the Schedule, please provide us with the following documentation as part of MS&CO.'s efforts to document transactions thoroughly:

1. a Power of Attorney if anyone other than the Counterparty is signing on the Counterparty's behalf.

If you have any comments with respect to the foregoing, please feel free to contact me at 212-761-5290. Thank you in advance for your cooperation and assistance with the documentation process.

Sincerely,


Regina A. Cranston

Encl.